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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 11910
(CARLISLE ENGINEERED PRODUCTS INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Carlisle Engineered Products Inc. ("Carlisle") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11910 (Carlisle Engineered Products Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on October 17, 2005, Carlisle submitted a demand to the Debtors asserting a reclamation claim in the amount of \$624,301.61 (the "Reclamation Demand").

WHEREAS, on July 28, 2006, Carlisle filed proof of claim number 11910 against Delphi, asserting an unsecured non-priority claim in the amount of \$4,868,870.27 (the "Claim") arising from the sale of goods.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2007, Carlisle filed its Response By Carlisle Engineered Products, Inc. To Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed.R.Bankr.P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims

Subject To Modification And (II) Motion to Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5628), and on November 22, 2007, Carlisle filed its Supplemental Response By Carlisle Engineered Products, Inc. To Debtors' (I) Third Omnibus Objections (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant T 11 U.S.C. Section 502(c) (Docket No. 5727) (together, the "Responses").

WHEREAS, on January 11, 2008, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Carlisle entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$3,595,420.04.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Carlisle stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$3,595,420.04 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. The Claimants reserve the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$168,880.61 of the Claim on the

grounds that Carlisle has a valid reclamation claim in the amount of \$168,880.61.

3. The Debtors reserve the right to seek, at any time, a judicial determination that certain reserved defenses with respect to Carlisle's reclamation claim are valid.

4. The Third Omnibus Claims Objection and the Responses are deemed resolved with respect to the Claim pursuant to the terms of the Settlement Agreement.

So Ordered in New York, New York, this 4th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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